

HOWMEDICA OSTEONICS CORP.

**RESOLUTION OF THE DIRECTORS OF
HOWMEDICA OSTEONICS CORP.**

WHEREAS, Howmedica Osteonics Corp. (the "Member") is a wholly-owned subsidiary of Stryker Corporation (the "Corporation") and is the sole member and therefore the entity duly charged with the power and authority to manage, and direct the management of, the business and affairs of and to make decisions to be made by Stryker Biotech, L.L.C. ("Biotech");

WHEREAS, the United States Attorney's Office for the District of Massachusetts has been conducting an investigation into Biotech's conduct relating to the medical devices OP-1 Implant, OP-1 Putty, and Calstrux (formerly known as TCP Putty);

WHEREAS, the Corporation and the Member have consulted with legal counsel in connection with this matter;

WHEREAS, the Corporation's and the Member's legal counsel has been negotiating a resolution of this matter;

WHEREAS, the Corporation and the Member have been advised of the contents of the Superseding Information and proposed Plea Agreement (copies attached hereto) in this matter between Biotech and the United States of America, including any side letters thereto;

NOW THEREFORE, BE IT:

RESOLVED, that Biotech is hereby authorized to enter into the Plea Agreement dated January 16, 2012, between the United States Attorney for the District of Massachusetts and Biotech (the "Agreement").

FURTHER RESOLVED, that Biotech is authorized to plead guilty to the charge specified in the Superseding Information.

FURTHER RESOLVED, that Tony M. McKinney, a Director of the Member, is hereby authorized and directed to take all actions and deliver any agreements, certificates, and documents and instruments with respect to or contemplated by the Agreement and matters set forth above, including, without limitation, the payment of all amounts, fees, costs, and other expenses, necessary or appropriate to effectuate the purpose and intent of the foregoing resolutions and to effectuate and implement the resolutions contemplated hereby.

FURTHER RESOLVED, that any actions taken on behalf of the Member prior to the adoption of these resolutions, that are within the authority conferred hereby, are hereby fully ratified, confirmed, and approved as the act and deed of Biotech.

FURTHER RESOLVED that Stryker Biotech's attorneys from Ropes & Gray, Brien T. O'Connor and Joshua Levy, are authorized to represent Howmedica Osteonics Corp. at any legal proceedings involving the legal proceeding discussed herein.

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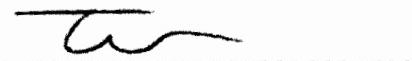
ASSISTANT SECRETARY'S CERTIFICATE

January 16, 2012

I, Timothy I. Williams, the duly qualified and elected Assistant Secretary of Howmedica Osteonics Corp., a New Jersey corporation (the "Corporation"), do hereby certify in such capacity and on behalf of the Corporation the following: Attached hereto as **Exhibit A** is a true, correct, and complete copy of resolutions or other actions duly adopted by the directors of the Corporation on January 16, 2012 (the "Board Approvals"). The Board Approvals have not been amended or modified, are in full force and effect in the form adopted, and when the Board Approvals were adopted, all directors voting were duly elected or appointed to the Board of Directors and constituted a majority of a quorum of the Board of Directors.

I have signed this certificate as of the date first set forth above.

By:



Timothy I. Williams, Assistant Secretary